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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	Chapter 11
	:	
SEARS HOLDINGS CORPORATION, <i>et al.</i> ,	:	Case No. 18-23538 (RDD)
	:	
Debtors. ¹	:	(Jointly Administered)
-----	X	

**CERTIFICATE OF NO OBJECTION PURSUANT TO 28 U.S.C. § 1746
REGARDING DEBTORS' TWELFTH OMNIBUS OBJECTION
TO PROOFS OF CLAIM AND BALLOTS (NO LIABILITY CLAIMS)**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

TO THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE:

Pursuant to 28 U.S.C. § 1746, and in accordance with this Court's case management procedures set forth in the *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on November 1, 2018 (ECF No. 405) (the "**Amended Case Management Order**"), the undersigned hereby certifies as follows:

1. On February 18, 2020, Sears Holdings Corporation and certain of its affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "**Debtors**"), filed the *Debtors' Twelfth Omnibus Objection to Proofs of Claim and Ballots (No Liability Claims)* (ECF No. 7301) (the "**Omnibus Objection**").

2. In accordance with the Amended Case Management Order, the Debtors established a deadline for parties to file responses to the Omnibus Objection (the "**Response Deadline**"). The Response Deadline was set for March 10, 2020, at 4:00 p.m. (Prevailing Eastern Time). The Amended Case Management Order provides that pleadings may be granted without a hearing, provided that no objections or other responsive pleadings have been filed on, or prior to, the relevant response deadline and the attorney for the entity who filed the pleading complies with the relevant procedural and notice requirements.

3. The Response Deadline has now passed and, to the best of my knowledge, with respect to the claims identified on **Exhibit 1** to the proposed order granting the relief requested in the Omnibus Objection (the "**Proposed Order**") annexed to the Omnibus Objection (the "**No Liability Claims**"), no responsive pleadings to have been filed with the Court on the docket of the above-referenced cases in accordance with the procedures set forth in the Amended Case Management Order or served on counsel to the Debtors.

4. A revised proposed order granting the relief requested in the Omnibus Objection is annexed hereto as **Exhibit A** (the “**Revised Proposed Order**”). A redline of the Proposed Order against the Revised Proposed Order is attached hereto as **Exhibit B**.

5. Accordingly, the Debtors respectfully request that the Proposed Order be entered in accordance with the procedures described in the Amended Case Management Order.

I declare that the foregoing is true and correct.

Dated: March 10, 2020
New York, New York

/s/ Garrett A. Fail

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Attorneys for Debtors

and Debtors in Possession

Exhibit A

Revised Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----	X	
In re	:	Chapter 11
	:	
SEARS HOLDINGS CORPORATION, et al.,	:	Case No. 18-23538 (RDD)
	:	
Debtors.¹	:	(Jointly Administered)
-----	X	

**ORDER GRANTING DEBTORS' TWELFTH OMNIBUS OBJECTION
TO PROOFS OF CLAIM AND BALLOTS (NO LIABILITY CLAIMS)**

Upon the *Debtors' Twelfth Omnibus Objection to Proofs of Claim and Ballots (No Liability Claims)*, filed February 18, 2020 (the "**Objection**"),² of Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "**Debtors**"), pursuant to section 502 under title 11 of the United States Code (the "**Bankruptcy Code**") and Rule 3007 of the Federal Rules of Bankruptcy Procedures (the "**Bankruptcy Rules**"), for an order (i) disallowing and expunging the No Liability Claims (as defined below), and (ii) granting related relief , as more fully set forth in the Objection; and the Court having jurisdiction to consider the Objection and the relief requested therein in accordance

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

² Capitalized terms not otherwise herein defined shall have the meanings ascribed to such terms in the Objection.

with 28 U.S.C. §§ 157(a)-(b) and 1334 and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.); and consideration of the Objection and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Bankruptcy Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having entered the *Order Approving (I) Claims Objection Procedures, (II) Claims Settlement Procedures, and (III) Claims Hearing Procedures* (ECF No. 3014) (the “**Claims Procedures Order**”); and due and proper notice of the relief requested in the Objection having been provided in accordance with the Claims Procedures Order, and it appearing that no other or further notice need be provided in accordance with the Amended Case Management Order; and it appearing that other or further notice need be provided; and upon the record of all of the proceedings had before the Court; and the Court having found and determined that the legal and factual bases set forth in the Objection establish just cause for the relief granted herein; and that the relief sought in the Objection is in the best interests of the Debtors, their estates, their creditors, and all parties in interest; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The relief requested in the Objection is granted.
2. Pursuant to section 502 of the Bankruptcy Code and Bankruptcy Rule 3007, each claim and ballot listed on **Exhibit 1** annexed hereto, under the heading “*Amount Disallowed and Expunged*” (the “**No Liability Claims**”), is disallowed and expunged in its entirety from the Debtors’ claims register.
3. Nothing herein shall constitute an admission or finding concerning the amount or validity of any of the claims or ballots not disallowed or expunged on **Exhibit 1**.
4. The Debtors, the Debtors’ claims and noticing agent, Prime Clerk, and the Clerk of this Bankruptcy Court are authorized to take all actions necessary or appropriate to give effect to this Order.

5. This Court shall retain jurisdiction over the Debtors and the claimants whose claims are subject to the Objection with respect to any matters related to or arising from the Objection or the implementation of this Order.

6. The terms and conditions of this Order are effective immediately upon entry.

Dated: _____, 2020
White Plains, New York

HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

**Debtors' Twelfth Omnibus Objection
Exhibit 1 - Disallowed and Expunged Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of Administrative Expense Claims to be Disallowed and Expunged*						
Ref #	Name of Claimant	Affected Claim No.	Affected Ballot No.	Ballot Amount	Amount Disallowed and Expunged	Reason for Proposed Disallowance and Expungement
1.	10 MANAGEMENT INCORPORATED, INC	4521	182353801039878	\$38,985.00	\$38,985.00	The Ballot is rejected because it was previously reclassified to general unsecured claim in Second Omnibus Objection approved in the Court Order (ECF No. 5997)
2.	3M PUERTO RICO INC	N/A	182353801017088	Unliquidated	Entire Claim	The Claim relates to the Ballot with unspecified amount and without any Proof of Claim for Admin Claims associated
3.	8 TO 20 PARTNERS LLC	N/A	182353801013897	\$984,745.50	\$984,745.50	The total Administrative Expense Claim amount asserted in the Ballot submitted is equal to the total amount of previously filed general unsecured claim(s)
4.	AGILENCE, INC	N/A	182353801039909	\$27,500.00	\$27,500.00	The total Administrative Expense Claim amount asserted in the Ballot submitted is equal to the total amount of previously filed general unsecured claim(s)
5.	ALEXANDER, FELICIA	10570	182353801042747	Unliquidated	Entire Claim	The Ballot is rejected because it was previously reclassified to general unsecured claim in Fifth Omnibus Objection approved in the Court Order (ECF No. 5994)
6.	AMERICAN PRIDE MECHANICAL INC	N/A	182353801039920	\$30,210.93	\$30,210.93	The total Administrative Expense Claim amount asserted in the Ballot submitted is equal to the total amount of previously filed general unsecured claim(s)
7.	AMERICAN TELECAST PRODUCTS LLC	N/A	182353801013953	\$9,237.20	\$9,237.20	The total Administrative Expense Claim amount asserted in the Ballot submitted is equal to the total amount of previously filed general unsecured claim(s)
8.	Amscan Inc	N/A	182353801017523	\$13,039.56	\$13,039.56	The total Administrative Expense Claim amount asserted in the Ballot submitted is equal to the total amount of previously filed general unsecured claim(s)
9.	ANILTA CORPORATION	N/A	182353801017730	Unliquidated	Entire Claim	The Claim relates to the Ballot with unspecified amount and without any Proof of Claim associated
10.	AVANTI, LOUISA	14313	182353801042893	Unliquidated	Entire Claim	The Ballot is rejected because it was previously reclassified to general unsecured claim in Second Omnibus Objection approved in the Court Order (ECF No. 5997)
11.	AVANTI, LOUISA	18374	182353801042893	Unliquidated	Entire Claim	The Ballot is rejected because it was previously reclassified to general unsecured claim in Second Omnibus Objection approved in the Court Order (ECF No. 5997)
12.	BARNES, ROSEMARY	18870	182353801042837	Unliquidated	Entire Claim	The Ballot is rejected because it was previously reclassified to general unsecured claim in Second Omnibus Objection approved in the Court Order (ECF No. 5997)
13.	BAUZELLE, VIRGINIA	10809	182353801043272	Unliquidated	Entire Claim	The Ballot is rejected because it was previously reclassified to general unsecured claim in Second Omnibus Objection approved in the Court Order (ECF No. 5997)
14.	BEAUMONT PRODUCTS INC	N/A	182353801016921	Unliquidated	Entire Claim	The Claim relates to the Ballot with unspecified amount and without any Proof of Claim for Admin Claims associated
15.	Benitez Hermanos, Inc.	1688	182353801043287	\$625,555.18	\$625,555.18	The Ballot is rejected because it was previously reclassified to general unsecured claim in Fifth Omnibus Objection approved in the Court Order (ECF No. 5994)

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Twelfth Omnibus Objection
Exhibit 1 - Disallowed and Expunged Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of Administrative Expense Claims to be Disallowed and Expunged*						
Ref #	Name of Claimant	Affected Claim No.	Affected Ballot No.	Ballot Amount	Amount Disallowed and Expunged	Reason for Proposed Disallowance and Expungement
16.	Birchwood Snow & Landscaping Contractors	N/A	182353801039976	Unliquidated	Entire Claim	The Claim relates to the Ballot with unspecified amount and without any Proof of Claim for Admin Claims associated
17.	Blue Heron Restaurant Operations, Inc.	N/A	182353801043501	Unliquidated	Entire Claim	The Claim relates to the Ballot with unspecified amount and without any Proof of Claim for Admin Claims associated
18.	BME Inc	N/A	182353801042972	\$69,534.96	\$69,534.96	The total Administrative Expense Claim amount asserted in the Ballot submitted is equal to the total amount of previously filed general unsecured claim(s)
19.	BOSH ENTERPRISES INC	18766	182353801042934	Unliquidated	Entire Claim	The Ballot is rejected because it was previously reclassified to general unsecured claim in Second Omnibus Objection approved in the Court Order (ECF No. 5997)
20.	Braga, Stephen	13432	182353801042957	\$110.00	\$110.00	The Ballot is rejected because it was previously reclassified to general unsecured claim in Second Omnibus Objection approved in the Court Order (ECF No. 5997)
21.	BRAXTON, LORI	11616	182353801043296	\$173,500,000.00	\$173,500,000.00	The Claim provides no basis and no support for the asserted Administrative Expense Claim amount.
22.	BROOKE GRAPHICS LLC	N/A	182353801014106	Unliquidated	Entire Claim	The Claim relates to the Ballot with unspecified amount and without any Proof of Claim for Admin Claims associated
23.	BROOKS, DONALD R	19432	182353801043320	Unliquidated	Entire Claim	The Ballot is rejected because it was previously reclassified to general unsecured claim in Second Omnibus Objection approved in the Court Order (ECF No. 5997)
24.	CALCULATED INDUSTRIES INC	N/A	182353801016534	\$1,462.73	\$1,462.73	The total Administrative Expense Claim amount asserted in the Ballot submitted is equal to the total amount of previously filed general unsecured claim(s)
25.	CALTAGIRONE, REGINA	18898	182353801042383	\$5,000.00	\$5,000.00	The Claim provides no basis and no support for the asserted Administrative Expense Claim amount.
26.	CAPE ELECTRICAL SUPPLY LLC	N/A	182353801016560	Unliquidated	Entire Claim	The Claim relates to the Ballot with unspecified amount and without any Proof of Claim associated
27.	CHEUNG TAI PLASTIC FACTORY LTD	N/A	182353801017553	Unliquidated	Entire Claim	The Claim relates to the Ballot with unspecified amount and without any Proof of Claim associated
28.	Daily News	N/A	182353801042857	\$0.00	Entire Claim	The asserted amount of Administrative Expense Claim is \$0
29.	DAVID M FAGAN OD PA	N/A	182353801016317	Unliquidated	Entire Claim	The Claim relates to the Ballot with unspecified amount and without any Proof of Claim associated
30.	DIALOGTECH INC	N/A	182353801043037	\$3,130.33	\$3,130.33	Post-petition AP balance is not the Debtors' liability due to contracts assumed by Transform Holdco LLC

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Twelfth Omnibus Objection
Exhibit 1 - Disallowed and Expunged Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of Administrative Expense Claims to be Disallowed and Expunged*						
Ref #	Name of Claimant	Affected Claim No.	Affected Ballot No.	Ballot Amount	Amount Disallowed and Expunged	Reason for Proposed Disallowance and Expungement
31.	DUARTE, RICARDO A	18202	182353801040149	Unliquidated	Entire Claim	The Ballot is rejected because it was previously reclassified to general unsecured claim in Second Omnibus Objection approved in the Court Order (ECF No. 5997)
32.	E GLUCK CORPORATION	N/A	182353801015834	\$330,964.51	\$330,964.51	The total Administrative Expense Claim amount asserted in the Ballot submitted is equal to the total amount of previously filed general unsecured claim(s)
33.	EASTRIDGE OPTOMETRY INC	N/A	182353801014329	Unliquidated	Entire Claim	The Claim relates to the Ballot with unspecified amount and without any Proof of Claim associated
34.	EZ Maintenance Services, LLC	N/A	182353801042242	\$148,400.79	\$148,400.79	The total Administrative Expense Claim amount asserted in the Ballot submitted is equal to the total amount of previously filed general unsecured claim(s)
35.	FASHION M INC	N/A	182353801015463	\$13,431.71	\$13,431.71	The total Administrative Expense Claim amount asserted in the Ballot submitted is equal to the total amount of previously filed general unsecured claim(s)
36.	FAUX, BRENDA	14994	182353801040212	\$20,000.00	\$20,000.00	The Claim provides no basis and no support for the asserted Administrative Expense Claim amount.
37.	FERGUSON, JASMINE K	11203	182353801040214	\$278.00	\$278.00	The Claim provides no basis and no support for the asserted Administrative Expense Claim amount.
38.	Foster, Paula & Kenneth	12037	182353801042311	Unliquidated	Entire Claim	The Ballot is rejected because it was previously reclassified to general unsecured claim in Fifth Omnibus Objection approved in the Court Order (ECF No. 5994)
39.	GABYS BAGS LLC	11576	182353801015613	\$9,269.67	\$9,269.67	The Ballot is rejected because it was previously reclassified to general unsecured claim in Second Omnibus Objection approved in the Court Order (ECF No. 5997)
40.	GABYS BAGS LLC	15252	182353801015613	\$9,269.67	\$9,269.67	The Ballot is rejected because it was previously reclassified to general unsecured claim in Second Omnibus Objection approved in the Court Order (ECF No. 5997)
41.	GABYS BAGS LLC	16631	182353801015613	\$9,269.67	\$9,269.67	The Ballot is rejected because it was previously reclassified to general unsecured claim in Second Omnibus Objection approved in the Court Order (ECF No. 5997)
42.	GAMBLE, FAITH	18820	182353801040229	\$250,000.00	\$250,000.00	The Claim provides no basis and no support for the asserted Administrative Expense Claim amount.
43.	Glover, Warren	9005	182353801042434	Unliquidated	Entire Claim	The Ballot is rejected because it was previously reclassified to general unsecured claim in Second Omnibus Objection approved in the Court Order (ECF No. 5997)
44.	GOLD WING TRADING INC	3462	182353801014470	\$3,881.69	\$3,881.69	The Ballot is rejected because it was previously reclassified to general unsecured claim in Second Omnibus Objection approved in the Court Order (ECF No. 5997)
45.	GOLD WING TRADING INC	11134	182353801014470	\$3,881.69	\$3,881.69	The Ballot is rejected because it was previously reclassified to general unsecured claim in Second Omnibus Objection approved in the Court Order (ECF No. 5997)

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Twelfth Omnibus Objection
Exhibit 1 - Disallowed and Expunged Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of Administrative Expense Claims to be Disallowed and Expunged*						
Ref #	Name of Claimant	Affected Claim No.	Affected Ballot No.	Ballot Amount	Amount Disallowed and Expunged	Reason for Proposed Disallowance and Expungement
46.	GROUP O MARKETING SOLUTIONS	N/A	182353801040263	Unliquidated	Entire Claim	The Claim relates to the Ballot with unspecified amount and without any Proof of Claim associated
47.	HARRISON, LILLE	18868	182353801042987	Unliquidated	Entire Claim	The Ballot is rejected because it was previously reclassified to general unsecured claim in Second Omnibus Objection approved in the Court Order (ECF No. 5997)
48.	HAYGOOD, PEGGY	12764	182353801042995	Unliquidated	Entire Claim	The Ballot is rejected because it was previously reclassified to general unsecured claim in Second Omnibus Objection approved in the Court Order (ECF No. 5997)
49.	Hongkong Mingyuan Trading Co Ltd	N/A	182353801015304	Unliquidated	Entire Claim	The Claim relates to the Ballot with unspecified amount and without any Proof of Claim for Admin Claims associated
50.	Infinite Peripherals, Inc.	1900	182353801040328	Unliquidated	Entire Claim	The Ballot is rejected because it was previously expunged in First Omnibus Objection approved in the Court Order (ECF No. 6019)
51.	Infinite Peripherals, Inc.	1979	182353801040328	Unliquidated	Entire Claim	The Ballot is rejected because it was previously expunged in First Omnibus Objection approved in the Court Order (ECF No. 6019)
52.	JEWELRYAFFAIRS	N/A	182353801014902	Unliquidated	Entire Claim	The Claim relates to the Ballot with unspecified amount and without any Proof of Claim for Admin Claims associated
53.	KIDDIELAND TOYS LIMITED	N/A	182353801017591	\$41,777.20	\$41,777.20	The total Administrative Expense Claim amount asserted in the Ballot submitted is equal to the total amount of previously filed general unsecured claim(s)
54.	King, William	12761	182353801042099	\$5,951.90	\$5,951.90	The Ballot is rejected because it was previously reclassified to general unsecured claim in Second Omnibus Objection approved in the Court Order (ECF No. 5997)
55.	KRISAR ENTERPRISES	N/A	182353801014696	Unliquidated	Entire Claim	The Claim relates to the Ballot with unspecified amount and without any Proof of Claim associated
56.	Loftin, Linda	11904	182353801041587	Unliquidated	Entire Claim	The Ballot is rejected because it was previously reclassified to general unsecured claim in Second Omnibus Objection approved in the Court Order (ECF No. 5997)
57.	LOZADA, EDWIN	10855	182353801041603	\$13,041.01	\$13,041.01	The Claim provides no basis and no support for the asserted Administrative Expense Claim amount.
58.	LUCKETT, LIMITEE	12533	182353801040439	\$5,000.00	\$5,000.00	The Claim provides no basis and no support for the asserted Administrative Expense Claim amount.
59.	MARIAM ABRAR	N/A	182353801019079	Unliquidated	Entire Claim	The Claim relates to the Ballot with unspecified amount and without any Proof of Claim for Admin Claims associated
60.	MARK H LTD	N/A	182353801017057	Unliquidated	Entire Claim	The Claim relates to the Ballot with unspecified amount and without any Proof of Claim for Admin Claims associated

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Twelfth Omnibus Objection
Exhibit 1 - Disallowed and Expunged Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of Administrative Expense Claims to be Disallowed and Expunged*						
Ref #	Name of Claimant	Affected Claim No.	Affected Ballot No.	Ballot Amount	Amount Disallowed and Expunged	Reason for Proposed Disallowance and Expungement
61.	Martinez, Sarah	10269	182353801041659	Unliquidated	Entire Claim	The Ballot is rejected because it was previously reclassified to general unsecured claim in Second Omnibus Objection approved in the Court Order (ECF No. 5997)
62.	MATARAZZI CONTRACTING LLC	N/A	182353801041662	\$110,139.97	\$110,139.97	The total Administrative Expense Claim amount asserted in the Ballot submitted is equal to the total amount of previously filed general unsecured claim(s)
63.	McDonald's Corporation	N/A	182353801043499	Unliquidated	Entire Claim	The Claim relates to the Ballot with unspecified amount and without any Proof of Claim for Admin Claims associated
64.	McDonald's Restaurants of Florida, Inc.	N/A	182353801043496	Unliquidated	Entire Claim	The Claim relates to the Ballot with unspecified amount and without any Proof of Claim for Admin Claims associated
65.	McDonald's Restaurants of Hawaii, Inc.	N/A	182353801043497	Unliquidated	Entire Claim	The Claim relates to the Ballot with unspecified amount and without any Proof of Claim for Admin Claims associated
66.	McDonald's USA, LLC	N/A	182353801043498	Unliquidated	Entire Claim	The Claim relates to the Ballot with unspecified amount and without any Proof of Claim for Admin Claims associated
67.	MCGRAW, THEODORE & MARJORIE	10305	182353801040466	Unliquidated	Entire Claim	The Ballot is rejected because it was previously reclassified to general unsecured claim in Ninth Omnibus Objection approved in the Court Order (ECF No. 6043)
68.	Mechanical Tech Group, Inc.	N/A	182353801019179	Unliquidated	Entire Claim	The Claim relates to the Ballot with unspecified amount and without any Proof of Claim for Admin Claims associated
69.	MELISSA MCDONALD	N/A	182353801019210	Unliquidated	Entire Claim	The Claim relates to the Ballot with unspecified amount and without any Proof of Claim associated
70.	MIKES CLEAN SWEEP	N/A	182353801040489	\$0.00	Entire Claim	The asserted amount of Administrative Expense Claim is \$0
71.	MODELOGIC MIDWEST LLC	N/A	182353801041773	\$15,250.42	\$15,250.42	The total Administrative Expense Claim amount asserted in the Ballot submitted is equal to the total amount of previously filed general unsecured claim(s)
72.	Morris Costumes Inc.	N/A	182353801019367	\$35,354.82	\$35,354.82	The total Administrative Expense Claim amount asserted in the Ballot submitted is equal to the total amount of previously filed general unsecured claim(s)
73.	Morrow Meadows Corporation	N/A	182353801041789	\$42,580.57	\$42,580.57	The total Administrative Expense Claim amount asserted in the Ballot submitted is equal to the total amount of previously filed general unsecured claim(s)
74.	NATIONAL CHRISTMAS PRODUCTS INC	N/A	182353801019433	Unliquidated	Entire Claim	The Claim relates to the Ballot with unspecified amount and without any Proof of Claim for Admin Claims associated
75.	Net Health Shops LLC	N/A	182353801019474	\$13,459.41	\$13,459.41	The total Administrative Expense Claim amount asserted in the Ballot submitted is equal to the total amount of previously filed general unsecured claim(s)

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Twelfth Omnibus Objection
Exhibit 1 - Disallowed and Expunged Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of Administrative Expense Claims to be Disallowed and Expunged*						
Ref #	Name of Claimant	Affected Claim No.	Affected Ballot No.	Ballot Amount	Amount Disallowed and Expunged	Reason for Proposed Disallowance and Expungement
76.	NEW PIONEER INDUSTRIAL LIMITED	N/A	182353801017451	Unliquidated	Entire Claim	The Claim relates to the Ballot with unspecified amount and without any Proof of Claim for Admin Claims associated
77.	Norwood, Starla	18698	182353801042034	Unliquidated	Entire Claim	The Ballot is rejected because it was previously reclassified to general unsecured claim in Fifth Omnibus Objection approved in the Court Order (ECF No. 5994)
78.	NOVA GENESIS INTL CO LTD	N/A	182353801017010	Unliquidated	Entire Claim	The Claim relates to the Ballot with unspecified amount and without any Proof of Claim for Admin Claims associated
79.	NVE INC	N/A	182353801019554	Unliquidated	Entire Claim	The Claim relates to the Ballot with unspecified amount and without any Proof of Claim associated
80.	ONYX CORPORATION	N/A	182353801043344	\$0.00	Entire Claim	The asserted amount of Administrative Expense Claim is \$0
81.	PACE Claims Services LLC	N/A	182353801019690	\$27,800.00	\$27,800.00	The total Administrative Expense Claim amount asserted in the Ballot submitted is equal to the total amount of previously filed general unsecured claim(s)
82.	PERINE LOWE INC	N/A	182353801019780	\$18,437.25	\$18,437.25	The total Administrative Expense Claim amount asserted in the Ballot submitted is equal to the total amount of previously filed general unsecured claim(s)
83.	PJ CHONBURI PARAWOOD CO., LTD.	N/A	182353801017052	\$112,289.49	\$112,289.49	The total Administrative Expense Claim amount asserted in the Ballot submitted is equal to the total amount of previously filed general unsecured claim(s)
84.	PlusOne Solutions, Inc.	N/A	182353801041378	\$0.00	Entire Claim	The asserted amount of Administrative Expense Claim is \$0
85.	POKE, SABRINA J.	13230	182353801041384	Unliquidated	Entire Claim	The Ballot is rejected because it was previously reclassified to general unsecured claim in Ninth Omnibus Objection approved in the Court Order (ECF No. 6043)
86.	PREMIER HORTICULTURE INC	N/A	182353801019878	Unliquidated	Entire Claim	The Claim relates to the Ballot with unspecified amount and without any Proof of Claim for Admin Claims associated
87.	PRIME GLOBAL PRODUCTS INC	N/A	182353801019896	\$9,040.57	\$9,040.57	The total Administrative Expense Claim amount asserted in the Ballot submitted is equal to the total amount of previously filed general unsecured claim(s)
88.	QUALITY BREWING INC	N/A	182353801019980	Unliquidated	Entire Claim	The Claim relates to the Ballot with unspecified amount and without any Proof of Claim for Admin Claims associated
89.	RASMUSSEN, CAROLYN	19795	182353801041491	\$9,761.92	\$9,761.92	The support provided for the claim indicates no liability of the Debtors
90.	Resurs2 Corporation	8533	182353801018603	\$10,958.00	\$10,958.00	The Ballot is rejected because it was previously reclassified to general unsecured claim in Second Omnibus Objection approved in the Court Order (ECF No. 5997)

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**Debtors' Twelfth Omnibus Objection
Exhibit 1 - Disallowed and Expunged Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of Administrative Expense Claims to be Disallowed and Expunged*						
Ref #	Name of Claimant	Affected Claim No.	Affected Ballot No.	Ballot Amount	Amount Disallowed and Expunged	Reason for Proposed Disallowance and Expungement
91.	Rightline Gear, Inc.	N/A	182353801041614	\$21,711.50	\$21,711.50	The total Administrative Expense Claim amount asserted in the Ballot submitted is equal to the total amount of previously filed general unsecured claim(s)
92.	RMS INTERNATIONAL USA INC	N/A	182353801018685	\$175,880.58	\$175,880.58	The total Administrative Expense Claim amount asserted in the Ballot submitted is equal to the total amount of previously filed general unsecured claim(s)
93.	RUYI DESIGN & MANUFACTURE INC	N/A	182353801020148	\$221,955.36	\$221,955.36	The total Administrative Expense Claim amount asserted in the Ballot submitted is equal to the total amount of previously filed general unsecured claim(s)
94.	SAKUTORI DESIGNS LLC	N/A	182353801020181	\$21,388.50	\$21,388.50	The total Administrative Expense Claim amount asserted in the Ballot submitted is equal to the total amount of previously filed general unsecured claim(s)
95.	SAMUEL K AMEYAW	N/A	182353801033155	Unliquidated	Entire Claim	The Claim relates to the Ballot with unspecified amount and without any Proof of Claim for Admin Claims associated
96.	SELECT EXPRESS & LOGISTICS LLC	N/A	182353801020284	\$1,920.20	\$1,920.20	Post-petition AP balance is not the Debtors' liability due to contracts assumed by Transform Holdco LLC
97.	SMOKY MOUNTAIN BOOTS INC	N/A	182353801020464	\$20,436.00	\$20,436.00	The total Administrative Expense Claim amount asserted in the Ballot submitted is equal to the total amount of previously filed general unsecured claim(s)
98.	SOHO DESIGNS LLP	N/A	182353801018817	Unliquidated	Entire Claim	The Claim relates to the Ballot with unspecified amount and without any Proof of Claim associated
99.	SOUTH PACIFIC FASHIONS LTD	N/A	182353801013857	\$1,221,732.99	\$1,221,732.99	The total Administrative Expense Claim amount asserted in the Ballot submitted is equal to the total amount of previously filed general unsecured claim(s)
100.	STOREX INDUSTRIES CORPORATION	N/A	182353801017395	\$8,796.26	\$8,796.26	The total Administrative Expense Claim amount asserted in the Ballot submitted is equal to the total amount of previously filed general unsecured claim(s)
101.	SUMMER RIO CORP	N/A	182353801020495	\$16,601.56	\$16,601.56	The total Administrative Expense Claim amount asserted in the Ballot submitted is equal to the total amount of previously filed general unsecured claim(s)
102.	TEE ZED PRODUCTS LLC	N/A	182353801020624	Unliquidated	Entire Claim	The Claim relates to the Ballot with unspecified amount and without any Proof of Claim for Admin Claims associated
103.	THREE STARS FASHION	N/A	182353801039835	\$154,883.07	\$154,883.07	The total Administrative Expense Claim amount asserted in the Ballot submitted is equal to the total amount of previously filed general unsecured claim(s)
104.	TRENDS INTERNATIONAL INC	N/A	182353801020833	\$28,832.11	\$28,832.11	The total Administrative Expense Claim amount asserted in the Ballot submitted is equal to the total amount of previously filed general unsecured claim(s)
105.	VILLAS SERVICES	N/A	182353801040861	\$13,052.05	\$13,052.05	The total Administrative Expense Claim amount asserted in the Ballot submitted is equal to the total amount of previously filed general unsecured claim(s)

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Twelfth Omnibus Objection
Exhibit 1 - Disallowed and Expunged Claims**

**In re: Sears Holdings Corporation, *et al.*
Case No. 18-23538 (RDD)**

Schedule of Administrative Expense Claims to be Disallowed and Expunged*						
Ref #	Name of Claimant	Affected Claim No.	Affected Ballot No.	Ballot Amount	Amount Disallowed and Expunged	Reason for Proposed Disallowance and Expungement
106.	WASHINGTON, MARY	9904	182353801040992	\$14,282.31	\$14,282.31	The support provided for the claim indicates no liability of the Debtors
107.	WEST JUNCTION INC	N/A	182353801021222	Unliquidated	Entire Claim	The Claim relates to the Ballot with unspecified amount and without any Proof of Claim for Admin Claims associated
108.	WILLERT HOME PRODUCTS INC	N/A	182353801021274	Unliquidated	Entire Claim	The Claim relates to the Ballot with unspecified amount and without any Proof of Claim associated
109.	WILLIAMS, KENYA	19120	182353801041070	\$13,011.64	\$13,011.64	The support provided for the claim indicates no liability of the Debtors
110.	WILLIAMS, LINDA	16868	182353801041071	\$1,280.00	\$1,280.00	The Claim provides no basis and no support for the asserted Administrative Expense Claim amount.
111.	WILLIAMS, RHONDA	16940	182353801041072	\$10,282.58	\$10,282.58	The support provided for the claim indicates no liability of the Debtors
112.	Zircon Corporation	N/A	182353801021421	\$36,789.25	\$36,789.25	The total Administrative Expense Claim amount asserted in the Ballot submitted is equal to the total amount of previously filed general unsecured claim(s)

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

Exhibit B

Redline

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
SEARS HOLDINGS CORPORATION, <i>et al.</i> ,	:	Case No. 18-23538 (RDD)
	:	
<u>Debtors.</u> ¹	:	(Jointly Administered)
	:	

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ORDER GRANTING DEBTORS' TWELFTH OMNIBUS OBJECTION ~~TO~~
TO PROOFS OF CLAIM AND BALLOTS (NO LIABILITY CLAIMS)

1. Upon the *Debtors' Twelfth Omnibus Objection to Proofs of Claim and Ballots (No Liability Claims)*, filed February 18, 2020 (the "**Objection**"),² of Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "**Debtors**"), pursuant to section 502 under title 11 of the United States Code (the "**Bankruptcy Code**"),³ and Rule 3007 of the Federal Rules of Bankruptcy Procedures (the "**Bankruptcy Rules**"), for an order (i) disallowing and expunging

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

² Capitalized terms not otherwise herein defined shall have the meanings ascribed to such terms in the Objection.

the No Liability Claims (as defined below), and (ii) granting related relief, ~~all~~ as more fully set forth in the Objection; and the Court having jurisdiction to consider the Objection and the relief requested therein in accordance with 28 U.S.C. §§ 157(a)-(b) and 1334 and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.); and consideration of the Objection and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Bankruptcy Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having entered the Order Approving (I) Claims Objection Procedures, (II) Claims Settlement Procedures, and (III) Claims Hearing Procedures (ECF No. 3014) (the “Claims Procedures Order”); and due and proper notice of the relief requested in the Objection having been provided in accordance with the Claims Procedures Order, and it appearing that no other or further notice need be provided in accordance with the Amended Case Management Order; ~~such notice having been adequate and appropriate under the circumstances,~~ and it appearing that other or further notice need be provided; and ~~the Court having held a hearing to consider the relief requested in the Objection on March 25, 2020 (the “Hearing”); and~~ upon the record of ~~the Hearing, and upon~~ all of the proceedings had before the Court; and the Court having found and determined that the legal and factual bases set forth in the Objection establish just cause for the relief granted herein; and that the relief sought in the Objection is in the best interests of the Debtors, their estates, their creditors, and all parties in interest; and after due deliberation and sufficient cause appearing therefor,

2. IT IS HEREBY ORDERED THAT:

3. ~~1.~~ The relief requested in the Objection is granted ~~to the extent set forth herein.~~

4. ~~2.~~ Pursuant to section 502 of the Bankruptcy Code and Bankruptcy Rule 3007, each claim and ballot listed on **Exhibit 1** annexed hereto, under the heading “*Amount Disallowed and Expunged*” (the “**No Liability Claims**”), is disallowed and expunged in its entirety from the Debtors’ claims register.

5. Nothing herein shall constitute an admission or finding concerning the amount or validity of any of the claims or ballots not disallowed or expunged on **Exhibit 1**.

6. ~~3.~~ The Debtors, the Debtors’ claims and noticing agent, Prime Clerk, and the Clerk of this Bankruptcy Court are authorized to take all actions necessary or appropriate to give effect to this Order.

7. This Court shall retain jurisdiction over the Debtors and the claimants whose claims are subject to the Objection with respect to any matters related to or arising from the Objection or the implementation of this Order.

8. ~~4.~~ The terms and conditions of this Order are effective immediately upon entry.

Dated _____, 2020
: White Plains, New York

HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE